

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re) Chapter 11
W.R. GRACE & CO., et al.,) Case No. 01-01139 (PJW)
Debtors.) Jointly Administered

**NOTICE OF APPEARANCE AND
DEMAND FOR NOTICES AND PAPERS**

Please take notice that The Chase Manhattan Bank ("Chase") for itself, and as agent under certain credit agreements, hereby enters its appearance by and through its counsel, Richards, Layton & Finger, P.A., and Davis Polk & Wardwell, pursuant to 11 U.S.C. § 1109(b) and Bankruptcy Rule 9010(b); and such counsel hereby request, pursuant to Bankruptcy Rules 2002, 3017 and 9007 and 11 U.S.C. §§ 342 and 1109(b), that copies of all notices and pleadings given or filed in these cases be given and served upon the parties listed below at the following addresses and telephone numbers:

Mark D. Collins, Esq.	Stephen H. Case, Esq.
Deborah E. Spivack, Esq.	Nancy L. Lazar, Esq.
Richards, Layton & Finger, P.A.	David D. Tawil, Esq.
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Please take further notice that, pursuant to 11 U.S.C. § 1109(b), the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading, or request, whether formal or informal, written or oral, and whether

transmitted or conveyed by mail, delivery, telephone, telegraph, telex or otherwise filed or made with regard to the referenced cases and proceedings herein.

This Notice of Appearance and Demand for Notices and Papers shall not be deemed or construed to be a waiver of Chase's right (1) to have final orders in noncore matters entered only after de novo review by a District Judge, (2) to trial by jury in any proceeding so triable in these cases or any case, controversy, or proceeding related to these cases, (3) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (4) any other rights, claims, actions, setoffs, or recoupments to which Chase is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments Chase expressly reserves.

Dated: April 11, 2001
Wilmington, Delaware



Mark D. Collins (No. 2981)
Deborah E. Spivack (No. 3220)
RICHARDS, LAYTON & FINGER, P.A.
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CERTIFICATE OF SERVICE

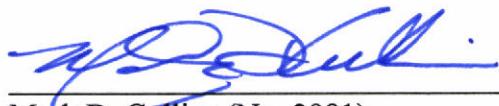
I, Mark D. Collins, do hereby certify that on the 11th day of April 2001, I caused copies of the foregoing **Notice of Appearance and Demand for Notices and Papers** to be served upon the parties and in the manner indicated below.

Via Hand Delivery

Laura Davis Jones, Esq.
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 N. Market Street, Suite 1600
Wilmington, DE 19801

Via First Class U.S. Mail

Office of the United States Trustee
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